

JAN 19 '10 -3 00 PM

SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

January 19, 2010

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Contract 4-5347 Rider 85

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of December 21, 2009, a primary document as defined in the Board's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document are:

Lessor.	American Railcar Leasing LLC 620 North Second Street St. Charles, Missouri 63301
[Lessee	Equistar Chemicals, LP 1221 McKinney Street Suite 700 Houston TX 77010]

A description of the railroad equipment covered by the enclosed document is:

47 railcars within the series ACFX 220478 - ACFX 220498 and SHPX 220553 - SHPX 220635 as more particularly set forth in the attachment to the document.

A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', followed by a horizontal line.

Robert W. Alvord

RWA/sem
Enclosures

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MEMORANDUM OF LEASE**SURFACE TRANSPORTATION BOARD**

This Memorandum of Lease is prepared and filed by American Railcar Leasing LLC, a Delaware limited liability company, on behalf of (i) itself as lessor and/or as assignee of ACF Industries, Incorporated, ACF Industries LLC, American Railcar Industries, Inc., and/or ACF Acceptance LLC as the sole member of various ACF Acceptance entities, and/or (ii) as manager for one or more of the following affiliated lessors: ARI First LLC, ARI Second LLC, ARI Third LLC, ARL II Funding LLC and Shippers Third LLC, all with respect to Equistar Chemicals, LP, a Delaware Limited Partnership ("Lessee").

American Railcar Leasing LLC (as assignor or lessor, herein, "Lessor") and Lessee have entered into that certain Master Service Contract, dated 5/28/09, as identified on Schedule A (as amended, changed, assigned, modified and supplemented from time to time, together with any schedules and exhibits thereto, the "Lease"), pursuant to which Lessee leased the railcars listed on Schedule A attached hereto from Lessor on the terms and conditions set forth therein, and from time to time may lease other railcars bearing the reporting marks SHPX and/or ACFX.

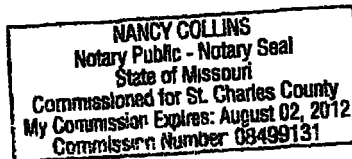
This Memorandum of Lease is prepared for registration purposes and is not intended to amend the terms and conditions of the Lease.

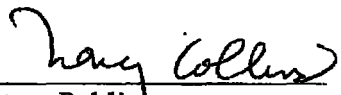
AMERICAN RAILCAR LEASING LLC

By: 
Name: Brian Evdo
Title: VP – Business Development

STATE OF MISSOURI)
) ss.:
COUNTY OF ST. CHARLES)

On this 21st day of Dec., 2009, before me, personally appeared Brian Evdo, to me personally known, who being by me duly sworn, says that he resides at St. Charles, Missouri and is the VP – Business Development of American Railcar Leasing LLC, that said instrument was signed on the date hereof on behalf of said company by authority of its governing body; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.




Notary Public
My commission expires on 8/2/2012

Schedule A

Equipment

Equistar Chemicals, LP

Contract 4-5347 rider 85

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	ACFX	220478
	Tank	ACFX	220479
	Tank	ACFX	220480
	Tank	ACFX	220482
	Tank	ACFX	220483
	Tank	ACFX	220485
	Tank	ACFX	220487
	Tank	ACFX	220488
	Tank	ACFX	220489
	Tank	ACFX	220490
	Tank	ACFX	220491
	Tank	ACFX	220493
	Tank	ACFX	220494
	Tank	ACFX	220495
	Tank	ACFX	220496
	Tank	ACFX	220497
	Tank	ACFX	220498
	Tank	SHPX	220553
	Tank	SHPX	220554
	Tank	SHPX	220555
	Tank	SHPX	220556
	Tank	SHPX	220557
	Tank	SHPX	220558
	Tank	SHPX	220559
	Tank	SHPX	220560
	Tank	SHPX	220561
	Tank	SHPX	220562
	Tank	SHPX	220563
	Tank	SHPX	220564
	Tank	SHPX	220565
	Tank	SHPX	220566
	Tank	SHPX	220569
	Tank	SHPX	220571
	Tank	SHPX	220572

Schedule A

Equipment

Equistar Chemicals, LP

Contract 4-5347 rider 85

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	SHPX	220623
	Tank	SHPX	220624
	Tank	SHPX	220625
	Tank	SHPX	220626
	Tank	SHPX	220627
	Tank	SHPX	220628
	Tank	SHPX	220629
	Tank	SHPX	220630
	Tank	SHPX	220631
	Tank	SHPX	220632
	Tank	SHPX	220633
	Tank	SHPX	220634
	Tank	SHPX	220635

47

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document

Dated

1/19/2010



Robert W Alvord